



Reshaping consulting

eWork Corporate Governance Report 2010



Corporate governance

eWork Scandinavia AB (publ) is a Swedish public limited company with its registered office in Stockholm. The company conducts intermediation of consulting services within IT and business development. The company has been listed on Nasdaq OMX Stockholm since February 2010 and has 16,724,600 shares divided between approximately 1,200 shareholders. At the end of the year, eWork had 16,724,600 outstanding shares. All shares carry one vote and represent equal participation in the Company's assets and earnings. Three shareholders each have holdings exceeding 10% of the Company's shares, Salénia AB with 3,863,084 shares (23.1 percent), Magnus Berglind with 3,000,000 shares (17.9 percent) and investment AB Öresund, with 2,696,153 shares (16.1 percent).

The owners' governance of the Company and the group is based on the articles of association and the Swedish Companies Act as well as a number of Swedish and foreign laws and ordinances. eWork is obliged to apply the Swedish Code of Corporate Governance by virtue of its listing on Nasdaq OMX Stockholm. eWork adopted the Swedish Code of Corporate Governance from 2010 with certain instances of non-compliance (see 'Nomination Committee' and 'Remuneration Principles for Senior Managers' below).

ANNUAL GENERAL MEETING

The Annual General Meeting is the highest decision-making body in eWork, where the shareholders exercise their influence through discussions and resolutions. All shareholders who are listed in the share register five days prior to the Annual General Meeting are entitled to participate either personally or via proxy. The notice shall be given to the Company according to what is stated in the notice convening the Annual General Meeting.

eWork's Annual General Meeting shall be held in Stockholm within six months of the end of the financial year. The convening notice is published in Svenska Dagbladet and the Swedish Official Gazette and on the Company's website – www.ework.se. The Annual General Meeting elects the Company's Board of Directors and auditor and determines their fees. Furthermore, the Annual General Meeting adopts the annual accounts and resolves on appropriation of profits and discharge from liability for the Board of Directors and CEO. The Annual General Meeting also determines the form for how the Nomination Committee shall be appointed. At the Annual General Meeting 2010, shareholders representing 44 percent of the number of votes in the Company participated. All Board members were in attendance. The Annual General Meeting 2010 authorised the Board to decide on new issues of shares with or without preferential rights for existing shareholders.

NOMINATION COMMITTEE

The Nomination Committee's principal duty is to propose Board members, the Chairman of the Board and auditors and their fees in such a way that the Annual General Meeting can take well-founded decisions.

In non-compliance with the Swedish Code of Corporate Governance, until the present, the Nomination Committee of eWork has been appointed by the three largest owners, who are also Board members of the Company. The justification for this has been that eWork is a young, high-growth company whose initial success has been based on a strong entrepreneurial commitment from its founders and principal owners. A Nomination Committee has been appointed in accordance with this, comprising:

- Magnus Berglind, Chairman
- Staffan Salén (representing Salénia)
- Sven Hagströmer (representing Investment AB Öresund)

The Nomination Committee has access to the evaluation that the Board conducts of its work. The Nomination Committee's proposals are published in connection with the notice convening the Annual General Meeting and are also available on the Company's website. The Nomination Committee's mandate period extends until the appointment of a new Nomination Committee. Fees have not been paid for work in the Nomination Committee.



BOARD OF DIRECTORS

The Board's duty is to manage the Company's affairs in the best possible way and protect the interests of the shareholders in its work. According to the Articles of Association, the Company's Board of Directors should consist of a minimum of three (3) and a maximum of eight (8) ordinary members with a maximum of eight (8) deputies. If the Board of Directors consists of one or two members, at least one deputy should be appointed. Members and deputies are appointed yearly at the AGM for the period until the end of the next AGM. eWork's Board is composed

of seven ordinary members, who together, possess broad commercial, technological and communication expertise. The following persons were elected to the Board at the Annual General Meeting 2010:

CHAIRMAN OF THE BOARD

The Chairman of the Board leads the work of the Board and has a special responsibility to follow the Company's progress between Board meetings and to ensure that the members of the Board continually receive the information required to carry out a satisfactory job. The Chairman

maintains contact with the CEO. Ahead of Board meetings, the Chairman and CEO ensure that the agenda and decision data are prepared and sent to members a week before each meeting. The Chairman also ensures that the Board's work is evaluated and that the Nomination Committee is provided with the results of the evaluation.

THE WORK OF THE BOARD OF DIRECTORS

During the financial year 2010, the Board held 11 recorded meetings, of which one was the statutory Board meeting in connection with the Annual General Meeting. The work of the Board follows rules of procedure, adopted annually at the statutory Board meeting.

The rules of procedure determine the division of responsibilities between the Board and the executive management, the responsibilities of the Chairman and the CEO, as well as the forms of financial reporting.

The CEO is a member of the Board and reports at Board meetings. The Board has appointed the group's CFO as secretary. The Board constitutes a quorum when at least four members are present. At each scheduled Board meeting the previous minutes are discussed, as well as the operations since the previous meeting and the Company's financial position and earnings trend. The Board is continuously informed in writing about business operations and external questions that are of importance to the Company.

COMPOSITION OF THE BOARD OF DIRECTORS

NUMBER OF MEETINGS AND ATTENDANCE IN 2010 FOR EWORK SCANDINAVIA AB

Name	Function	Born	Elected	Independent	Attendance, %	Shares	Options
Staffan Salén	Chairman ¹	1967	2003	Yes ²	100	3,863,084	-
Jeanette Almberg	Member	1965	2008	Yes	91	2,500	-
Magnus Berglind	Member	1970	2000	Yes ²	100	3,000,000 ³	-
Dan Berlin	Member	1955	2004	Yes	100	274,800	-
Sven Hagströmer	Member	1943	2006	Yes ²	100	3,217,552	-
Claes Ruthberg	Member and CEO	1954	2006	No	100	667,200	37,745
Erik Törnberg	Member	1970	2006	Yes ²	91	2,000	-

¹ Staffan Salén became Chairman of the Board of eWork Scandinavia AB in September. Sven Hagströmer resigned from the position as Chairman of the Board due to shortage of time but remains a Board member.

² Not affiliated to the company, however not independent of the company's owners.

³ Through endowment insurance.



During 2010, the Board paid particular attention to the following questions:

- sales activities, growth and new markets
- cost trends in the Company
- employees and code of conduct (policy)
- market listing, stock exchange issues and visibility on the market
- internal processes

The Board also held an all-day meeting solely focused on the group's position and strategy. Management also participated in this meeting. The Board's work is evaluated annually. The Board dealt with the evaluation at a Board meeting in December 2010.

DIRECTORS' FEES

The Annual General Meeting 2010 resolved that the Chairman and members of the Board shall receive fees of SEK 76,875 each. No fees are payable to members employed by eWork. Total Directors' fees in eWork for 2010 amounted to SEK 461,000 (443,000).

AFFILIATION

The Board as a whole fulfils the requirement that at least two of the members elected by the Annual General Meeting should be independent in relation to the Company's principal owners. Of the Board members, only the CEO is part of the Company's management.



REMUNERATION COMMITTEE

The Remuneration Committee is composed of the Board, apart from the CEO, and has the task of consulting on the Board's proposals to the Annual General Meeting regarding guidelines for remuneration to the CEO and other senior managers. The CEO reports to the Committee, but does not participate in questions that concern him. During the year, the committee's meetings have coincided with ordinary Board meetings.

AUDIT

The Audit Committee is composed of all members of the Board apart from the CEO. It is the Board's view that this is the most appropriate considering eWork's size and operations. The Audit Committee's meetings coincide with scheduled Board meetings. The Committee quality assures the Company's financial reporting by dealing with all critical accounting questions and the financial statements issued by the Company.

The Board is given the opportunity each year to give its views on the auditor's planning of the scope and focus of the audit in order to ensure insight and control. The auditors report their observations at the Board meeting in February after completed review of the internal control and accounts in the third quarter. In addition to this, the auditors are afforded the opportunity to attend Board meetings when the Board or auditors deems it necessary.



Auditor

The Annual General Meeting 2009 appointed auditing firm KPMG AB, with Authorised Public Accountant Carl Lindgren as auditor in charge for the period until and including the Annual General Meeting 2013, to audit the Company's accounts and the consolidated accounts and the administration of the Board and the CEO.

CEO AND MANAGEMENT

The President and CEO, Claes Ruthberg is responsible for the day-to-day business operations. The Board has prepared instructions for the CEO which clarify duties and responsibilities and the framework of the CEO's authority to represent the Company.

eWork's CEO has appointed a management, which apart from the CEO, consists of the Deputy CEO of HR, Marketing and Corporate Communication, the CFO, the Sales Manager, the CIO and Global Sourcing Director. The work of management is focused on addressing the market, sales, competence development and fundamental values as well as questions regarding strategy, monitoring results and business development.

Management's duties also include investments, overall projects, financial reporting, strategic communication as well as security and quality.



INTERNAL CONTROLS AND RISK MANAGEMENT

Internal controls should ensure that the Company's strategies and goals are followed up, and that shareholders' investments are protected. Internal governance is also intended to ensure that information to the stock market is reliable, relevant and consistent with generally accepted accounting practice, and that laws, ordinances and other requirements of listed companies are complied with group wide.

The Board of eWork has delegated practical responsibility to the CEO, who in turn, has allocated responsibility to the rest of management and to subsidiary managers. Governance activities appear throughout the group at all levels. Monitoring is an integrated component of ongoing management work.

The financial position and progress of the results of operations in eWork's business model are based on customer orders being matched against production expenses. Matching is conducted in eWork's proprietary order and project management system Pointbreak, where all assignments are recorded. Each individual revenue and expense item is reconciled against contracts registered in Pointbreak. Accrued revenues are verified by the customer before consulting expenses are accepted. Finally, transactions from Pointbreak are transferred to business accounting. For financial reporting, there are policies and guidelines in place, as well as automatic controls in the system, and a manual reasonability assessment of flows and amounts. Management regularly assesses which new

financial risks and risks of misstatement have arisen in financial reporting.

The assessment is made with reference to transaction flows, staffing and control mechanisms. Focus lies on misstatements in financial reporting in respect of significant income statement and balance sheet items of high amounts as well as areas where is a risk of significant consequences in the event of possible errors. It is the Board's assessment that eWork's operations, with their current scope, and a specialist system on a well-known geographical market do not require a special audit function. The Board conducts a fresh review of this question each year.

The Board has adopted an information policy in order to ensure good capital market communication. It sets forth what should be communicated, by whom and how. The basis is that regular financial information is provided through:

- press releases regarding important and price-sensitive events
- Interim Reports and Year-end Report
- Annual Report

eWork's Board of Directors and management work in order to provide the Company's owners and the stock market with relevant and accurate information through openness and clarity.

Board of Directors



Staffan Salén
 Born 1967
 Chairman of the Board
 CEO of Salénia AB. Chairman of Amapola Flyg AB and Fredells Trävaru AB. Board member AB Sagax, Strand Kapitalförvaltning AB, Svenska Direktflyg AB et al.
Education: Graduate in Business Administration
Shareholding: The Salén family own 3,863,084 shares via Salénia AB
Elected: 2003



Jeanette Almberg
 Born 1965
 Board member
 Head of Operations SEB.
Education: Graduate in Business Administration
Shareholding: 2,500
Elected: 2008



Magnus Berglind
 Born 1970
 Board member
 Partner of Innovationskapital.
Education: Master's degree in Finance and Bachelor of Laws
Shareholding: 3,000,000 (through endowment insurance)
Elected: 2000



Dan Berlin
 Born 1955
 Board member
 CEO of Dan Berlin Advisory AB. Chairman of TNG Group AB and Luciholding AB. Board member of To Find Out AB, TNG Studentbemanning AB, TNG Seniorbemanning AB and TNG Sverige AB.
Education: Graduate engineer
Shareholding: 274,800
Elected: 2004



Sven Hagströmer
 Born 1943
 Board member
 Chairman of Investment AB Öresund, Avanza Bank AB and Klarna Holding AB. Board member of Insplanet AB.
Education: Studies at Stockholm University
Shareholding: 3,217,552 (privately and via Investment AB Öresund)
Elected: 2006



Claes Ruthberg
 Born 1954
 Chief Executive Officer since 2001 and Board member since 2006. Board member of all eWork's subsidiaries.
Education: Graduate engineer
Shareholding: 667,200
Holding of warrants: 37,745
Elected: 2006



Erik Törnberg
 Born 1970
 Board member of Klarna Holding AB. Investment Manager at Investment AB Öresund.
Education: Graduate in Business Administration
Shareholding: 2,500
Elected: 2006



Auditor

Carl Lindgren
 Authorised Public Accountant, KPMG AB
KPMG AB and Carl Lindgren are members of FAR SRS (the institute for the accounting profession in Sweden).

Management



Claes Ruthberg
Born 1954
Chief Executive Officer since 2001 and Board member since 2006.
See presentation of Claes Ruthberg under 'Board of Directors'.



Sofie König
Born 1969
Deputy CEO, responsible for HR, Corporate Communication and Marketing
Education: Graduate in Business Administration
Shareholding: 120,000
Holding of warrants: 17,745
Employed: 2000



Magnus Eriksson
Born 1969
Sales Manager
Education: Graduate in Business Administration
Shareholding: 300
Holding of warrants: 17,745
Employed: 2007



Ulf Henning
Born 1955
Chief Financial Officer
Education: Graduate in Business Administration
Shareholding: 3,800
Holding of warrants: 37,745
Employed: 2007



Nils Keife
Born 1972
Chief Information Officer
Education: Graduate engineer
Shareholding: 40,000
Holding of warrants: 22,745
Employed: 2001



Erik Thornberg
Born 1973
Global Sourcing Director
Education: Executive MBA, B.S. MIS
Shareholding: 0
Holding of warrants: -
Employed: 2010

ework[®]

Reshaping consulting.